

U.S. Department of Justice

Washington, DC 20530

Exhibit A to Registration Statement**Pursuant to the Foreign Agents Registration Act of 1938, as amended**

INSTRUCTIONS. Furnish this exhibit for EACH foreign principal listed in an initial statement and for EACH additional foreign principal acquired subsequently. The filing of this document requires the payment of a filing fee as set forth in Rule (d)(1), 28 C.F.R. § 5.5(d)(1). Compliance is accomplished by filing an electronic Exhibit A form at <https://www.fara.gov>.

Privacy Act Statement. The filing of this document is required by the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide this information is subject to the penalty and enforcement provisions established in Section 8 of the Act. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, DC. Statements are also available online at the Registration Unit's webpage: <https://www.fara.gov>. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public in print and online at: <https://www.fara.gov>.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .49 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Counterintelligence and Export Control Section, National Security Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name and Address of Registrant

Burson-Marsteller LLC

2. Registration No.

6227

3. Name of Foreign Principal
Republic of the Philippines**4. Principal Address of Foreign Principal**
DOF Building, BSP Complex, Roxas Blvd., 1004 Metro Manila, Philippines**5. Indicate whether your foreign principal is one of the following:**☒ Government of a foreign country¹☐ Foreign political party☐ Foreign or domestic organization: If either, check one of the following:☐ Partnership☐ Committee☐ Corporation☐ Voluntary group☐ Association☐ Other (specify) _____☐ Individual-State nationality _____**6. If the foreign principal is a foreign government, state:**

a) Branch or agency represented by the registrant

Department of Finance

b) Name and title of official with whom registrant deals

Bayani H. Agabin, Undersecretary

7. If the foreign principal is a foreign political party, state:

a) Principal address

NA

b) Name and title of official with whom registrant deals

c) Principal aim

¹ "Government of a foreign country," as defined in Section 1(e) of the Act, includes any person or group of persons exercising sovereign de facto or de jure political jurisdiction over any country, other than the United States, or over any part of such country, and includes any subdivision of any such group and any group or agency to which such sovereign de facto or de jure authority or functions are directly or indirectly delegated. Such term shall include any faction or body of insurgents within a country assuming to exercise governmental authority whether such faction or body of insurgents has or has not been recognized by the United States.

8. If the foreign principal is not a foreign government or a foreign political party:

a) State the nature of the business or activity of this foreign principal.

NA

b) Is this foreign principal:

Supervised by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

Owned by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

Directed by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

Controlled by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

Financed by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

Subsidized in part by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

9. Explain fully all items answered "Yes" in Item 8(b). *(If additional space is needed, a full insert page must be used.)*

NA

10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

NA

EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this Exhibit A to the registration statement and that he/she is familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date of Exhibit A September 06, 2018	Name and Title Sharon Balkam, Managing Director	Signature /s/ Sharon Balkam	eSigned
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U.S. Department of Justice

Washington, DC 20530

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Exhibit B to Registration Statement

Pursuant to the Foreign Agents Registration Act of 1938, as amended

INSTRUCTIONS. A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements, or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. Compliance is accomplished by filing an electronic Exhibit B form at <https://www.fara.gov>.

Privacy Act Statement. The filing of this document is required for the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide the information is subject to the penalty and enforcement provisions established in Section 8 of the Act. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, DC. Statements are also available online at the Registration Unit's webpage: <https://www.fara.gov>. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public in print and online at: <https://www.fara.gov>.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .33 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Counterintelligence and Export Control Section, National Security Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant Burson-Marsteller, LLC	2. Registration No. 6227
3. Name of Foreign Principal Republic of the Philippines	

Check Appropriate Box:

4. ☒ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit.
5. ☐ There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
6. ☐ The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and expenses, if any, to be received.
7. Describe fully the nature and method of performance of the above indicated agreement or understanding.

To support the Department of Finance (and other relevant government agencies) with the aim to increase efforts in promoting investment in the Philippines.

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Revised 05/17

8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

To support the Department of Finance (and other relevant government agencies) with the aim to increase efforts in promoting investment in the Philippines.

9. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act and in the footnote below? Yes ☐ No ☒

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this Exhibit B to the registration statement and that he/she is familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date of Exhibit B	Name and Title	Signature
September 06, 2018	Sharon Balkam, Managing Director	/s/ Sharon Balkam eSigned

Footnote: "Political activity," as defined in Section 1(o) of the Act, means any activity which the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

TERMS OF REFERENCE
INTERNATIONAL STRATEGIC COMMUNICATIONS (ISC) CONSULTANCY TEAM

A. PROJECT DESCRIPTION

The ISC Team will be engaged to primarily support the **DOF and other critical and relevant government agencies (DOF et al.)²** with the current administration's aim to increase efforts in boosting investor confidence in the Philippines in line with the 10-Point Socioeconomic Agenda and Philippine Development Plan 2017-2022 by managing communications and media engagements of the DOF et al. as well as promoting the Philippines internationally.

In coordination with the DOF et al., the ISC Team will formulate a strategic communications framework/plan to support the administration's agenda of strengthening communication links between the Philippines and the international community, foreign governments, bilateral and multilateral development partners, regional organizations, and financial and business communities, among others. The ISC Team will also provide support in international media relations by increasing the visibility of the Philippines among key regional and global media organizations and by assisting the DOF et al. in tackling issues concerning the Philippines and/or issues that would require immediate attention from the Philippines.

B. SCOPE OF WORK

1. To provide communications support and counsel to the DOF et al.;
2. To assist the DOF et al. in the promotion of the Philippines as a competitive investment destination for foreign direct investments or investors;
3. To monitor foreign media on issues about or affecting the Philippines;
4. To provide assistance to the DOF et al. during events requiring international media engagements, including communications support during the Philippines' hosting of international events, facilitation of interviews with strategically relevant international/foreign media outlets, and preparation of detailed briefing materials and/or presentations necessary for such engagements with the media;
5. To develop the communications and media strategy of the DOF et al. by providing media coaching, trainings, and other communications workshops on engaging with the media and other international key stakeholders;
6. To prepare or provide assistance in the preparation of press releases and in the distribution of which to foreign/international media; and

² Other critical and relevant Government Agencies may include but not to be limited to the following: BIR, BOC, NEDA, DBM, DPWH, DOTr, Office of the Presidential Spokesperson, Office of the Presidential Management Staff, DTI, DOT, DFA, and DILG.

7. Other duties and responsibilities that the DOF et al. may require as general communications support especially when addressing pressing issues that impact the Philippines internationally.

C. EXPECTED OUTPUT

1. Develop a General Communications Plan in the duration of the Philippine administration for issues affecting international communications and perceptions of the Philippines.

Timeline: To be submitted within one month from the commencement of the Contract

2. From the General Communications Plan, develop a specific and detailed Communications Plan for the Philippine government.

Timeline: To be submitted 30 days after the acceptance of the General Communications Plan

3. Arrange interviews/media engagements with international/foreign media or stakeholders, as appropriate, during official trips taken by officials of the DOF et al.

4. Prepare briefing materials and relevant documents, as required or as requested, on current issues that are raised or may be raised by the media during interviews locally and/or abroad and develop efficient and strategic responses to such issues to serve as communications counsel as necessary.

5. Assist in international communications campaign by promoting the Philippines during international events that the country is a participant/host of in order to attract future/other events to be held in the country.

6. Provide inputs to or assist in the production of press release materials about the Philippines or the statement of the DOF et al. intended for distribution to international media/stakeholders.

7. Develop communications materials that promote a positive image for the Philippines and address inaccurate/biased reporting of Philippine issues.

8. Arrange monthly interviews or bilateral meetings (personal, call, mail, or online) between an international/foreign media and a Philippine Government Official or Representative to communicate the position of the administration on issues that impact the perception of the Philippines internationally.

9. Submit a daily report covering international media articles/reports and/or video clippings on key issues regarding the Philippines with in-depth analysis for key recommendations/actions that the DOF et al. should undertake in order to efficiently respond to the issues being reported.

10. Assist in managing social media outlets for the DOF et al.

11. Draft statements/responses for the DOF et al., especially those that require urgency, addressing the issues reported by the media.
12. Organize media/communications trainings/workshops for the DOF et al.
13. Provide regular, and as the need arises, communications counsel/coaching to the DOF et al. on matters concerning the Philippines.
14. Submit accomplishment reports as required in Section G.

D. EVALUATION/SELECTION

The Funding Agency intends to award the contract to the firm that best demonstrates that it has the level of experience, skill, and competence required to perform the services in the most efficient, cost-effective, and professional manner.

Prospective Consultancy Firms shall be rated using a 2-stage evaluation process based on the selection criteria for short-listing of consultants and for stage two (post-qualification) of the Bidding Process as shown in Annex A

E. APPROVED BUDGET FOR THE CONTRACT

The fee for the work to be done under the Terms of Reference over a one year period is USD700,000.00 or its equivalent in Philippine Peso, net of withholding taxes or other applicable taxes levied by the Republic of the Philippines and inclusive of administrative charges (e.g., travel and lodging, long distance phone charges, etc).

F. PAYMENT SCHEDULE

Payment shall be carried out in the following manner:

A quarterly payment of US\$175,000.00 (1/4 of the total budget of US\$700,000.00) will be invoiced half-way through each quarter and will be payable 45 days after the invoice date and upon submission of a quarterly accomplishment report. All payments are net of all applicable taxes.

G. REPORT SUBMISSION

A **Quarterly Accomplishment Report** shall be submitted to the DOF et al. immediately at the end of each quarter. The Quarterly Accomplishment Report shall be the basis for the release of quarterly payment.

H. CONTRACT ENGAGEMENT PERIOD

The DOF will engage the ISC Team for a period of one (1) year with a 30-day cancellation provision by either party. The engagement will commence on the date stipulated in the Notice to Proceed to be issued by the government.

**CONTRACT FOR THE PROCUREMENT OF AN INTERNATIONAL STRATEGIC
COMMUNICATIONS (ISC) CONSULTANCY TEAM**

THIS AGREEMENT made the 14th day of May 2018 between **DEPARTMENT OF FINANCE** of the Philippines (hereinafter called "the Entity") of the one part and **BURSON-MARSTELLER (HONG KONG) LIMITED (BM)** of 23/F Chinachem Exchange Square, 1 Hoi Wan Street, Quarry Bay, Hong Kong (hereinafter called "the Supplier") of the other part:

WHEREAS the Entity invited Bids for certain goods and ancillary services, viz., **Procurement of an International Strategic Communications (ISC) Consultancy Team** and has accepted a Bid by the Supplier for the supply of those goods and services in the sum of Fifty One Million Four Hundred Eight Thousand Four Hundred Sixty Seven Pesos (Php 51,408,467.00) (hereinafter called "the Contract Price").

NOW THIS AGREEMENT WITNESSETH AS FOLLOWS:

1. In this Agreement words and expressions shall have the same meanings as are respectively assigned to them in the Conditions of Contract referred to.
2. The following documents shall be deemed to form and be read and construed as part of this Agreement, viz.:
 - (a) Eligibility Documents;
 - (b) Terms of Reference;
 - (c) Technical Proposal Forms;
 - (d) Financial Proposal Forms;
 - (e) Omnibus Sworn Statement;
 - (f) General Conditions of the Contract;
 - (g) Special Conditions of the Contract; and
 - (h) Performance Security
3. In consideration of the payments to be made by the *DOF* to the *Burson-Marsteller (Hong Kong) Limited (BM)* as hereinafter mentioned, the *Burson-Marsteller (Hong Kong) Limited (BM)* hereby covenants with the *DOF* to provide the goods and services and to remedy defects therein in conformity in all respects with the provisions of the Contract
4. The *DOF* hereby covenants to pay the *Burson-Marsteller (Hong Kong) Limited (BM)* in consideration of the provision of the goods and services and the remedying of defects therein, the Contract Price or such other sum as may become payable under the provisions of the contract at the time and in the manner prescribed by the contract.

IN WITNESS WHEREOF, the parties hereto have caused this Contract to be executed in accordance with the laws of the Republic of the Philippines on the day and year first above written.

M

(Page 2... Contract of Burson-Marsteller)

DEPARTMENT OF FINANCE

By:

Bayani H. Agabin
BAYANI H. AGABIN
Undersecretary

Antonette C. Tionko
ANTONETTE C. TIONKO
Undersecretary

BURSON-MARSTELLER (HONG KONG) LIMITED (BM)

By:

George Godsall
GEORGE GODSAL
Market Leader

SIGNED IN THE PRESENCE OF

ACKNOWLEDGEMENT

Republic of the Philippines}
City of Manila } S.S.

BEFORE ME, this 14th day of May 2018 at the Department of Finance Building, Roxas Boulevard corner Pablo Ocampo Sr., Street, Manila, personally appeared Undersecretary Bayani H. Agabin with TIN 172-571-956 and government-issued ID No. _____ issued on _____ at _____, Undersecretary Antonette C. Tionko with TIN 142-808-983 and government-issued ID No. _____ issued at _____ on _____ in her capacity as the authorized signatory of the DEPARTMENT OF FINANCE and Mr. George Godsall with ID No. MT4171910 issued at Hong Kong on 24-10-17 in his capacity as the authorized signatory of Burson-Marsteller (Hong Kong) Limited (BM), both known to be the same persons who executed the foregoing instrument (with attachments and appendices), including the page on which this acknowledgement is written, for the Procurement of an International Strategic Communications (ISC) Consultancy Team, consisting of two (2) pages and who acknowledge to me that the same is their free and voluntary act and deed, and of the government entity and company which they represent, respectively.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal at the place and on the day first above written.

Doc. No. _____
Page No. _____
Book No. _____
Series of 2018.

NOTARY PUBLIC

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NOTARY PUBLIC
HONG KONG SAR

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